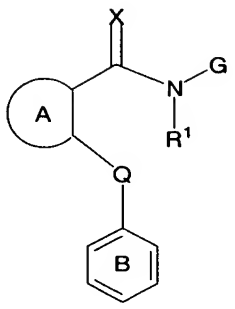
We claim:

1. A compound of formula I:

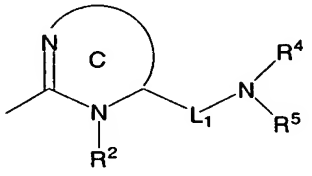


I

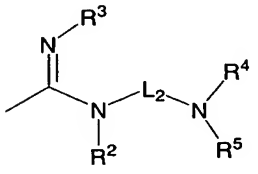
or a pharmaceutically acceptable salt thereof, wherein:

X is oxygen or sulfur;

G is G1, G2 or G3:

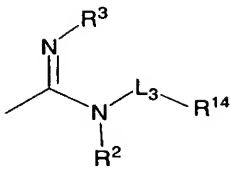


G1



G2

or



G3

Ring C of G1 is an optionally substituted 5-6 membered aromatic or non-aromatic ring having two or three ring nitrogens;

L_1 is a C_{1-6} alkylidene chain optionally substituted by 1-3 R^6, wherein the alkylidene chain is optionally interrupted by $-C(R^{11})_2-$, $-C(R^{11})_2C(R^{11})_2-$, $-C(R^{11})=C(R^{11})-$, $-C\equiv C-$, $-O-$, $-S-$, $-N(R^1)$, $-N(R^{10})CO-$, $-N(R^{10})CO_2-$, $-CON(R^{10})-$, $-C(R^{11})(OR^1)-$, $-CO-$, $-CO_2-$, $-OC(=O)$, $-OC(=O)N(R^{10})-$, $-SO-$, $-SO_2-$, $-N(R^{10})SO_2-$, or $-SO_2N(R^{10})-$, and wherein L_1 or a portion thereof optionally forms part of a 3-7 membered ring;

L_2 is a C_{2-6} alkylidene chain optionally substituted by 1-3 R^6, wherein the alkylidene chain is optionally interrupted by

$-C(R^{11})_2-$, $-C(R^{11})_2C(R^{11})_2-$, $-C(R^{11})=C(R^{11})-$, $-C\equiv C-$, $-O-$, $-S-$, $-N(R^{11})_2-$, $-N(R^{10})CO-$, $-N(R^{10})CO_2-$, $-CON(R^{10})-$, $-C(R^{11})(OR^1)-$, $-CO-$, $-CO_2-$, $-OC(=O)$, $-OC(=O)N(R^{10})-$, $-SO-$, $-SO_2-$, $-N(R^{10})SO_2-$ or $-SO_2N(R^{10})-$, and wherein L_2 or a portion thereof optionally forms part of a 3-7 membered ring;

L_3 is a direct link, a C_{1-6} alkylidene chain optionally substituted by 1-3 R^6, wherein the alkylidene chain is optionally interrupted by $-C(R^{11})_2-$, $-C(R^{11})_2C(R^{11})_2-$, $-C(R^{11})=C(R^{11})-$, $-C\equiv C-$, $-O-$, $-S-$, $-N(R^{11})$, $-N(R^{10})CO-$, $-N(R^{10})CO_2-$, $-CON(R^{10})-$, $-C(R^{11})(OR^1)-$, $-CO-$, $-CO_2-$, $-OC(=O)-$, $-OC(=O)N(R^{10})-$, $-SO-$, $-SO_2-$, $-N(R^{10})SO_2-$, or $-SO_2N(R^{10})-$, and wherein L_3 or a portion thereof optionally forms part of a 3-7 membered ring;

R^1 is hydrogen or C_{1-6} aliphatic;

each R^2 is independently selected from hydrogen, C_{1-8} aliphatic, C_{6-10} aryl, C_{7-10} aralkyl, or, when Ring C is a 6-membered aromatic ring R^2 is a lone electron pair;

R^3 is hydrogen, C_{1-8} aliphatic, C_{6-10} aryl, or C_{7-10} aralkyl;

R^4 is hydrogen, C_{1-8} aliphatic, $C=O(C_{1-8}$ aliphatic), $CO_2(C_{1-8}$ aliphatic), $C(=O)N(R^{10})(C_{1-7}$ aliphatic), C_{6-10} aryl, heteroaryl, C_{7-12} aralkyl, or heteroaralkyl;

R^5 is hydrogen or C_{1-8} aliphatic, or R^4 and R^5 taken together with their intervening nitrogen form a substituted or unsubstituted, aromatic or non-aromatic, 4-14 membered monocyclic, bicyclic or tricyclic ring system having, in addition to said intervening nitrogen, 0-4 ring heteroatoms selected from nitrogen, sulfur or oxygen;

Ring A is a 5-membered heteroaryl ring or a 6-membered aromatic ring having 0-2 ring nitrogen atoms, wherein Q and $C(=X)N(R^1)-G$ are attached at ortho positions on Ring A and wherein Ring A is optionally substituted by one to three R^7;

Ring B is a 6-membered aromatic ring having 0-2 ring nitrogen atoms, wherein Ring B is optionally substituted by one or more R^8;

Q is a C_2-C_4 alkylidene chain optionally substituted by one to three R^9, wherein a methylene unit of the alkylidene chain is optionally replaced by -S-, -S(O)-, $-SO_2-$, $-N(R^1)-$, -O-, -C(O)-, or -C(S)-;

each R^6 is independently selected from halo, $-OR^1$, -CN, $-C_{1-6}$ aliphatic, $-N(R^{10})_2$, $-C{=}O(C_{1-5}$ aliphatic), $-CO_2R^1$, $-CH_2CO_2R^1$, or $-C(=O)N(R^{10})(C_{1-5}$ aliphatic);

each R^7 is independently selected from -halo, $-NO_2$, -CN, or a substituted or unsubstituted group selected from $-R^{12}$, $-OR^1$, $-SR^{12}$, $-C_{6-10}$ aryl, - heterocyclyl, -heteroaryl, $-(C_{6-10}$ aryl)alkyl, -(heterocyclyl)alkyl, -(heteroaryl)alkyl, $-N(R^{10})_2$, $-NR^{10}C(O)R^1$, $-NR^{10}C(O)N(R^{10})_2$, $-NR^{10}CO_2R^{12}$, $-CO_2R^1$, $-C(O)R^1$, $-C(O)N(R^{10})_2$, $-OC(O)N(R^{10})_2$, $-S(O)_2R^{12}$, $-SO_2N(R^{10})_2$, $-S(O)R^{12}$, $-NR^{10}SO_2N(R^{10})_2$, $-NR^{10}SO_2R^{12}$, or $-C(=NH)-N(R^{10})_2$, or two adjacent R^7 taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 ring heteroatoms selected from nitrogen, oxygen or sulfur;

each R^8 is independently selected from -halo, $-NO_2$, -CN, or a substituted or unsubstituted group selected from $-R^{12}$, $-OR^1$, $-SR^{12}$, $-C_{6-10}$ aryl, - heterocyclyl, -heteroaryl, $-(C_{6-10}$ aryl)alkyl, -(heterocyclyl)alkyl, -(heteroaryl)alkyl, $-N(R^{10})_2$, $-NR^{10}C(O)R^1$, $-NR^{10}C(O)N(R^{10})_2$, $-NR^{10}CO_2R^{12}$, $-CO_2R^1$, $-C(O)R^1$, $-C(O)N(R^{10})_2$, $-OC(O)N(R^{10})_2$, $-S(O)_2R^{12}$, $-SO_2N(R^{10})_2$, $-S(O)R^{12}$, $-NR^{10}SO_2N(R^{10})_2$, $-NR^{10}SO_2R^{12}$, or $-C(=NH)-N(R^{10})_2$, or two adjacent R^8 taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 ring heteroatoms selected from nitrogen, oxygen or sulfur;

each R^9 is independently selected from halo, OR^1, CN, C_{1-6} aliphatic, $N(R^{10})_2$, $C{=}O(C_{1-5}$ aliphatic), $CO_2(C_{1-5}$ aliphatic), or $C(=O)N(R^{10})(C_{1-5}$ aliphatic), or R^9 and an R^7, at a position ortho to Q, are taken together with their intervening atoms form a 5-7 membered unsaturated or partially unsaturated ring having 0-2 ring heteroatoms selected from N, O or S;

each R^{10} is independently selected from hydrogen, a substituted or unsubstituted C_{1-8} aliphatic group, $C(=O)R^1$, CO_2R^1, SO_2R^1, or two R^{10} on the same nitrogen taken together with the nitrogen form a 5-8 membered aromatic or non-aromatic ring having, in addition to the nitrogen, 0-2 ring heteroatoms selected from N, O, or S;

each R^{11} is independently selected from hydrogen, CO_2R^{12}, $CON(R^{12})_2$, OR^{12}, or a substituted or unsubstituted C_{1-8} aliphatic group;

each R^{12} is independently selected from a substituted or unsubstituted C_{1-8} aliphatic group; and

R^{14} is hydrogen, C_{1-8} aliphatic, C_{6-10} aryl, heteroaryl, C_{7-12} aralkyl, heteroaralkyl, heterocyclyl, or R^3 and R^{14} taken together with their intervening nitrogens form a substituted or unsubstituted, aromatic or non-aromatic, 4-14 membered monocyclic, bicyclic or tricyclic ring system having, in addition to said intervening nitrogen, 0-4 ring heteroatoms selected from nitrogen, sulfur or oxygen.

2. The compound of claim 1 wherein G is G1.

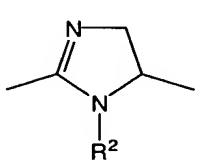
3. The compound of claim 2 having one or more features selected from the group consisting of:

(a) X is oxygen;

(b) L_1 is a C_{2-3} alkylidene chain;

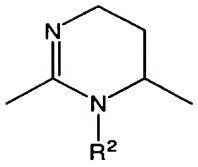
(c) Q is $-CH_2CH_2-$;

(d) G1 is G1-a or G1-b:



G1-a

or



G1-b;

(e) R^4 and R^5 are each independently selected from a C_{1-4} aliphatic group or R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring;

(f) Ring A is an optionally substituted phenyl or thienyl; and

(g) Ring B is a substituted phenyl or naphthyl.

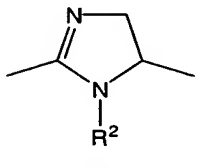
4. The compound of claim 3 wherein:

(a) X is oxygen;

(b) L_1 is a C_{2-3} alkylidene chain;

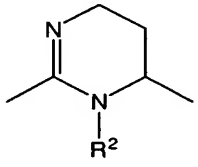
(c) Q is $-CH_2CH_2-$;

(d) G1 is G1-a or G1-b:



G1-a

or



G1-b;

(e) R^4 and R^5 are each independently selected from a C_{1-4} aliphatic group or R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring;

(f) Ring A is an optionally substituted phenyl or thienyl; and

(g) Ring B is a substituted phenyl or naphthyl.

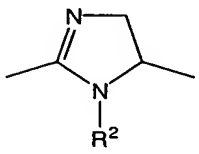
5. The compound of claim 2 having one or more features selected from the group consisting of:

(a) X is oxygen;

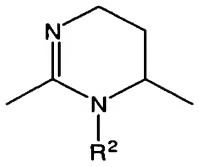
(b) L_1 is $-CH_2CH_2-$ or $-CH_2CH_2CH_2-$;

(c) Q is $-CH_2CH_2-$;

(d) G1 is G1-a or G1-b:



or



G1-a G1-b;

(e) R^4 and R^5 are each independently selected from a C_{1-3} aliphatic group or R^4 and R^5 taken together with their intervening nitrogen form a piperidinyl, pyrrolidinyl, piperazinyl or morpholinyl ring;

(f) Ring A is an optionally substituted phenyl or thienyl; and

(g) Ring B is a substituted phenyl or naphthyl.

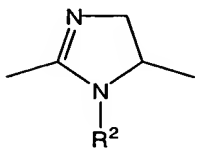
6. The compound of claim 2 wherein:

(a) X is oxygen;

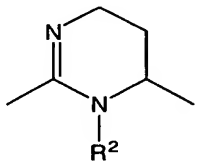
(b) L_1 is $-CH_2CH_2-$ or $-CH_2CH_2CH_2-$;

(c) Q is $-CH_2CH_2-$;

(d) G1 is G1-a or G1-b:



or



G1-a G1-b;

(e) R^4 and R^5 are each independently selected from a C_{1-3} aliphatic group or R^4 and R^5 taken together with their intervening nitrogen form a piperidinyl, pyrrolidinyl, piperazinyl or morpholinyl ring;

(f) Ring A is an optionally substituted phenyl or thienyl; and

(g) Ring B is a substituted phenyl or naphthyl.

7. The compound of claim 1 wherein G is G2.

8. The compound of claim 7 having one or more features selected from the group consisting of:

(a) X is oxygen;

(b) L_2 is a C_{3-4} alkylidene chain;

(c) Q is $-CH_2CH_2-$;

(d) (i) R^4 and R^5 are each independently selected from a C_{1-4} aliphatic group, or (ii) R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring, or (iii) R^5 is a C_{1-4} aliphatic group and R^4 is aryl, aralkyl, heteroaryl, or heteroaralkyl;

(e) Ring A is an optionally substituted phenyl or thienyl; and

(f) Ring B is a substituted phenyl or naphthyl.

9. The compound of claim 7 wherein:

(a) X is oxygen;

(b) L_2 is a C_{3-4} alkylidene chain;

(c) Q is $-CH_2CH_2-$;

(d) (i) R^4 and R^5 are each independently selected from a C_{1-4} aliphatic group, or (ii) R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring, or (iii) R^5 is a C_{1-4} aliphatic group and R^4 is aryl, aralkyl, heteroaryl, or heteroaralkyl;

(e) Ring A is phenyl or thienyl; and

(f) Ring B is phenyl or naphthyl.

10. The compound of claim 7 having one or more features selected from the group consisting of:

(a) X is oxygen;

(b) L_2 is $-CH_2CH_2CH_2-$ or $-CH(CH_3)CH_2CH_2-$;

(c) Q is $-CH_2CH_2-$;

(d) R^4 and R^5 are each independently selected from a C_{1-3} aliphatic group or R^4 and R^5 taken together with their intervening nitrogen form a piperidinyl, pyrrolidinyl, piperazinyl or morpholinyl ring;

(e) Ring A is an optionally substituted phenyl or thienyl; and

(f) Ring B is a substituted phenyl or naphthyl.

11. The compound of claim 7 wherein:

(a) X is oxygen;

(b) L_2 is $-CH_2CH_2CH_2-$ or $-CH(CH_3)CH_2CH_2-$;

(c) Q is $-CH_2CH_2-$;

(d) R^4 and R^5 are each independently selected from a C_{1-3} aliphatic group or R^4 and R^5 taken together with their intervening nitrogen form a piperidinyl, pyrrolidinyl, piperazinyl or morpholinyl ring;

(e) Ring A is an optionally substituted phenyl or thienyl; and

(f) Ring B is a substituted phenyl or naphthyl.

12. The compound of claim 1 wherein G is G3.

13. The compound of claim 12 having one or more features selected from the group consisting of:

(a) X is oxygen;

(b) L_3 is selected from a direct link, $-CH_2-$, $-CH(R^6)-$, $-CH_2CH_2-$, $-CH_2CH_2CH_2-$, $-CH_2CH_2CH_2CH_2-$;

(c) Q is $-CH_2CH_2-$;

(d) R^6 is C_{1-3} alkyl, CO_2H, $CO_2(C_{1-6}$ alkyl), CH_2CO_2H, or $CH_2CO_2(C_{1-6}$ alkyl);

(e) R^{14} is selected from a C_{1-6} aliphatic group or a 5-6 membered heterocyclic ring;

(f) Ring A is an optionally substituted phenyl or thienyl; and

(g) Ring B is a substituted phenyl or naphthyl.

14. The compound of claim 12 having one or more features selected from the group consisting of:

(a) X is oxygen;

(b) L_3 is $-CH_2-$ or $-CH(R^6)-$;

(c) R^6 is C_{1-3} alkyl, CO_2H, $CO_2(C_{1-6}$ alkyl), CH_2CO_2H, or $CH_2CO_2(C_{1-6}$ alkyl);

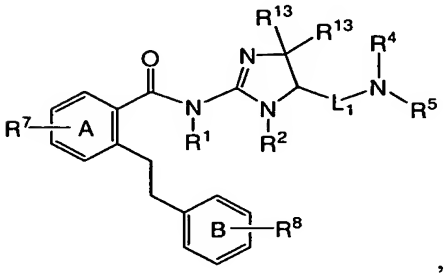
(d) R^{14} is a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;

(e) Q is $-CH_2CH_2-$;

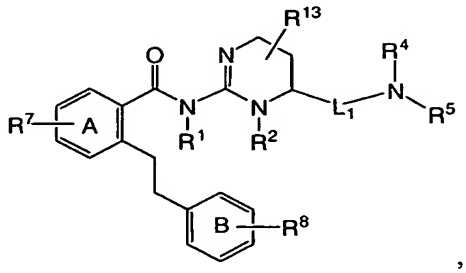
(f) Ring A is an optionally substituted phenyl or thienyl; and

(g) Ring B is a substituted phenyl or naphthyl.

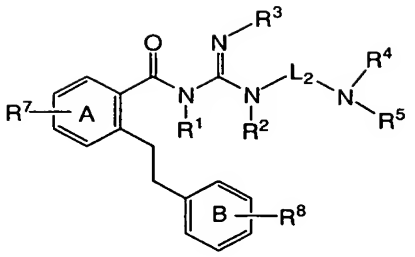
15. The compound of claim 1 represented by formulae II-A, II-B, II-C or II-D:



II-A ,

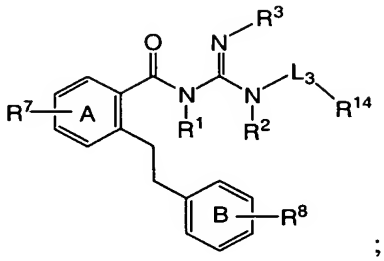


II-B ,



II-C

or



II-D ;

wherein:

R^1 and R^2 are each hydrogen;

R^3 is hydrogen;

L_1 is $-CH_2CH_2-$ or $-CH_2CH_2CH_2-$;

L_2 is $-CH_2CH_2CH_2-$, $-CH_2CH_2CH_2CH_2-$, $-CH(CH_3)CH_2CH_2-$, or $-CH(CH_3)CH_2CH_2CH_2-$;

L_3 is a direct link, $-CH_2-$, $-CH(R^6)-$, $-CH_2CH_2-$,$-CH_2CH_2CH_2-$, or $-CH_2CH_2CH_2CH_2-$;

R^6 is C_{1-3} alkyl, CO_2H, $CO_2(C_{1-6}$ alkyl), CH_2CO_2H, or $CH_2CO_2(C_{1-6}$ alkyl);

R^7 is absent or is -halo, $-NO_2$, -CN, $-R^{12}$, $-OR^1$, $-SR^{12}$, $-C_{6-10}$ aryl, - heterocyclyl, -heteroaryl, $-(C_{6-10}$ aryl)alkyl, -(heterocyclyl)alkyl, -(heteroaryl)alkyl, $-N(R^{10})_2$, $-NR^{10}C(O)R^1$, $-NR^{10}C(O)N(R^{10})_2$, $-NR^{10}CO_2R^{12}$, $-CO_2R^1$, $-C(O)R^1$, $-C(O)N(R^{10})_2$, $-OC(O)N(R^{10})_2$, $-S(O)_2R^{12}$, $-SO_2N(R^{10})_2$, $-S(O)R^{12}$, $-NR^{10}SO_2N(R^{10})_2$, $-NR^{10}SO_2R^{12}$, or $-C(=NH)-N(R^{10})_2$, or two adjacent R^7 taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 heteroatoms selected from nitrogen, oxygen or sulfur;

R^8 is -halo, $-NO_2$, -CN, or a substituted or unsubstituted group selected from $-R^{12}$, $-OR^1$, $-SR^{12}$, $-C_{6-10}$ aryl, -heterocyclyl, -heteroaryl, $-(C_{6-10}$ aryl)alkyl, -(heterocyclyl)alkyl, -(heteroaryl)alkyl, $-N(R^{10})_2$,

$-NR^{10}C(O)R^1$, $-NR^{10}C(O)N(R^{10})_2$, $-NR^{10}CO_2R^{12}$, $-CO_2R^1$, $-C(O)R^1$, $-C(O)N(R^{10})_2$, $-OC(O)N(R^{10})_2$, $-S(O)_2R^{12}$, $-SO_2N(R^{10})_2$, $-S(O)R^{12}$, $-NR^{10}SO_2N(R^{10})_2$, $-NR^{10}SO_2R^{12}$, or $-C(=NH)-N(R^{10})_2$, or two adjacent R^8 taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 heteroatoms selected from nitrogen, oxygen or sulfur;

R^4 and R^5 (i) are each independently selected from a C_{1-4} aliphatic group, or (ii) R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring, or (iii) R^4 is a C_{1-4} aliphatic group and R^5 is aryl, aralkyl, heteroaryl, or heteroaralkyl;

R^{14} is a C_{1-6} aliphatic or 5-6 membered heterocyclic ring or R^3 and R^{14} taken together with their intervening nitrogens form a 4-6 membered ring;

each R^{13} is independently selected from hydrogen, C_{1-6} aliphatic, or a substituent selected from the group consisting of COR^1, CO_2R^1, CN, $-N(R_{10})_2$, $CON(R^{10})_2$, $-OR^1$, or two R^{13} on the same carbon taken together form =O, or two R^{13} taken together with their intervening atoms form a 3-7 membered ring having 0-2 ring heteroatoms;

each R^{10} is independently selected from hydrogen, a substituted or unsubstituted C_{1-8} aliphatic group, $C(=O)R^1$, CO_2R^1, SO_2R^1, or two R^{10} on the same nitrogen taken together with the nitrogen form a 5-8 membered aromatic or non-aromatic ring having, in addition to the nitrogen, 0-2 ring heteroatoms selected from N, O, or S;

each R^{11} is independently selected from hydrogen or an optionally substituted C_{1-8} aliphatic group; and

each R^{12} is independently selected from a substituted or unsubstituted C_{1-8} aliphatic group.

16. The compound of claim 15 wherein:

R^1 and R^2 are each hydrogen;

R^3 is hydrogen;

L_1 is $-CH_2CH_2-$ or $-CH_2CH_2CH_2-$;

L_2 is $-CH_2CH_2CH_2-$, $-CH_2CH_2CH_2CH_2-$, $-CH(CH_3)CH_2CH_2-$, or $-CH(CH_3)CH_2CH_2CH_2-$;

L_3 is a direct link, $-CH_2-$, $-CH(R^6)-$, $-CH_2CH_2-$,$-CH_2CH_2CH_2-$, or $-CH_2CH_2CH_2CH_2-$;

R^6 is CO_2H, $CO_2(C_{1-6}$ alkyl), CH_2CO_2H, or $CH_2CO_2(C_{1-6}$ alkyl);

R^7 is absent or is -halo, $-CN$, $-R^{12}$ $-OR^1$, $-SR^{12}$, $-N(R^{10})_2$, $-NR^{10}C(O)R^1$, $-NR^{10}C(O)N(R^{10})_2$, $-NR^{10}CO_2R^{12}$, $-CO_2R^1$, $-C(O)R^1$, $-C(O)N(R^{10})_2$, $-OC(O)N(R^{10})_2$, $-S(O)_2R^{12}$, $-SO_2N(R^{10})_2$, $-S(O)R^{12}$, $-NR^{10}SO_2N(R^{10})_2$, or $-NR^{10}SO_2R^{12}$;

R^8 is -halo, $-CN$, or a substituted or unsubstituted group selected from $-R^{12}$, $-OR^1$, $-SR^{12}$, , $-N(R^{10})_2$, $-NR^{10}C(O)R^1$, $-NR^{10}CO_2R^{12}$, $-CO_2R^1$, $-C(O)R^1$, $-C(O)N(R^{10})_2$, $-OC(O)N(R^{10})_2$, $-S(O)_2R^{12}$, $-SO_2N(R^{10})_2$, $-S(O)R^{12}$, $-NR^{10}SO_2N(R^{10})_2$, or $-NR^{10}SO_2R^{12}$, or two adjacent R^8 taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 heteroatoms selected from nitrogen, oxygen or sulfur;

R^4 and R^5 are each independently selected from C_{1-3} alkyl or R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring;

R^{14} is a C_{1-6} aliphatic or a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;

each R^{13} is hydrogen;

each R^{10} is hydrogen;

each R^{11} is independently selected from hydrogen or an optionally substituted C_{1-5} aliphatic group; and

each R^{12} is independently selected from a substituted or unsubstituted C_{1-5} aliphatic group.

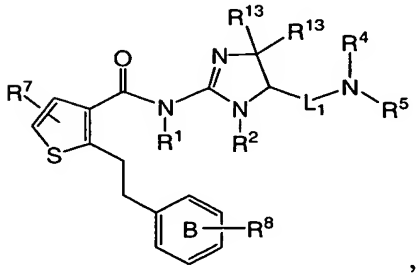
17. The compound of claim 16 wherein:

R^7 is absent or is halo;

Ring B is a phenyl ring having two R^8 substituents that are para to one another or Ring B is a naphthyl ring; and

each R^8 is independently selected from halo, C_{1-4} alkyl, C_{1-3} alkoxy, $CO(C_{1-3}$ alkyl), $CONH(C_{1-3}$ alkyl), $SO_2(C_{1-3}$ alkyl), or $SO_2NH(C_{1-3}$ alkyl).

18. The compound of claim 1 represented by formulae III-A, III-B, III-C or III-D:



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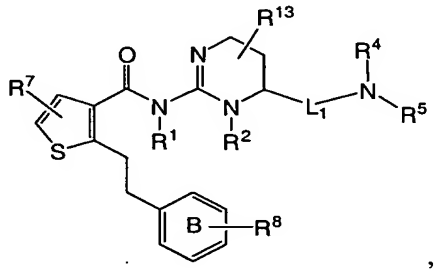

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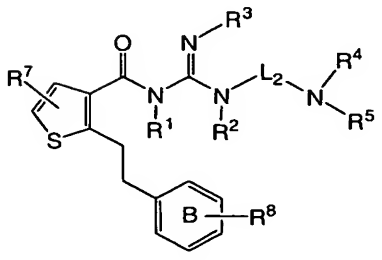
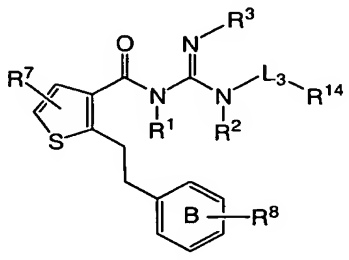


III-C

or



III-D ;

wherein:

R^1, and R^2 are each hydrogen;

R^3 is hydrogen;

L_1 is $-CH_2CH_2-$ or $-CH_2CH_2CH_2-$;

L_2 is $-CH_2CH_2CH_2-$, $-CH_2CH_2CH_2CH_2-$, $-CH(CH_3)CH_2CH_2-$, or $-CH(CH_3)CH_2CH_2CH_2-$;

L_3 is a direct link, $-CH_2-$, or $-CH_2CH_2-$;

R^7 is absent or is -halo, $-CO_2R^1$, $-C(O)R^1$, $-C(O)N(R^{10})_2$, or two adjacent R^7 taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 heteroatoms selected from nitrogen, oxygen or sulfur;

R^8 is -halo, $-NO_2$, -CN, or a substituted or unsubstituted group selected from $-R^{12}$, $-OR^1$, $-SR^{12}$, $-C_{6-10}$ aryl, -heterocyclyl, -heteroaryl, $-(C_{6-10}$ aryl)alkyl, -(heterocyclyl)alkyl, -(heteroaryl)alkyl, $-N(R^{10})_2$, $-NR^{10}C(O)R^1$, $-NR^{10}C(O)N(R^{10})_2$, $-NR^{10}CO_2R^{12}$, $-CO_2R^1$, $-C(O)R^1$, $-C(O)N(R^{10})_2$, $-OC(O)N(R^{10})_2$, $-S(O)_2R^{12}$, $-SO_2N(R^{10})_2$, $-S(O)R^{12}$, $-NR^{10}SO_2N(R^{10})_2$, $-NR^{10}SO_2R^{12}$, or $-C(=NH)-N(R^{10})_2$, or two adjacent R^8 taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 heteroatoms selected from nitrogen, oxygen or sulfur;

R^4 and R^5 are each independently selected from C_{1-3} alkyl or R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring;

R^{14} is a C_{1-6} aliphatic or a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;

each R^{13} is independently selected from hydrogen, C_{1-6} aliphatic, or a substituent selected from the group consisting of COR^1, CO_2R^1, CN, $-N(R_{10})_2$, $CON(R^{10})_2$, $-OR^1$, or two R^{13} on the same carbon taken together form =O, or two R^{13} taken together with their intervening atoms form a 3-7 membered ring having 0-2 ring heteroatoms;

each R^{10} is independently selected from hydrogen, a substituted or unsubstituted C_{1-8} aliphatic group, $C(=O)R^1$, CO_2R^1, SO_2R^1, or two R^{10} on the same nitrogen taken together with the nitrogen form a 5-8 membered aromatic or non-aromatic ring having, in addition to the nitrogen, 0-2 ring heteroatoms selected from N, O, or S;

each R^{11} is independently selected from hydrogen or an optionally substituted C_{1-8} aliphatic group; and

each R^{12} is independently selected from a substituted or unsubstituted C_{1-8} aliphatic group.

19. The compound of claim 18 wherein:

R^1, R^2, and R^3 are each hydrogen;

L_1 is $-CH_2CH_2-$ or $-CH_2CH_2CH_2-$;

L_2 is $-CH_2CH_2CH_2-$, $-CH_2CH_2CH_2CH_2-$, $-CH(CH_3)CH_2CH_2-$, or $-CH(CH_3)CH_2CH_2CH_2-$;

L_3 is a direct link, $-CH_2-$, or $-CH_2CH_2-$;

R^7 is absent;

R^8 is -halo, -CN, or a substituted or unsubstituted group selected from $-R^{12}$, $-OR^1$, $-SR^{12}$, , $-N(R^{10})_2$, $-NR^{10}C(O)R^1$, $-NR^{10}CO_2R^{12}$, $-CO_2R^1$, $-C(O)R^1$, $-C(O)N(R^{10})_2$, $-OC(O)N(R^{10})_2$, $-S(O)_2R^{12}$, $-SO_2N(R^{10})_2$, $-S(O)R^{12}$, $-NR^{10}SO_2N(R^{10})_2$, or $-NR^{10}SO_2R^{12}$, or two adjacent R^8 taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 heteroatoms selected from nitrogen, oxygen or sulfur;

R^4 and R^5 are each independently selected from C_{1-3} alkyl or R^4 and R^5 taken together with their intervening nitrogen form a 5-6 membered ring;

R^{14} is a C_{1-6} aliphatic or a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;

each R^{13} is hydrogen;

each R^{10} is hydrogen;

each R^{11} is independently selected from hydrogen or an optionally substituted C_{1-5} aliphatic group; and

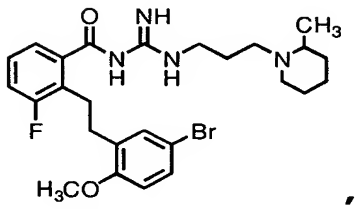
each R^{12} is independently selected from a substituted or unsubstituted C_{1-5} aliphatic group.

20. The compound of claim 18 wherein:

Ring B is a phenyl ring having two R^8 substituents that are para to one another or Ring B is a naphthyl ring; and

Each R^8 is independently selected from halo, C_{1-4} alkyl, C_{1-3} alkoxy, $CO(C_{1-3}$ alkyl), $CONH(C_{1-3}$ alkyl), $SO_2(C_{1-3}$ alkyl), or $SO_2NH(C_{1-3}$ alkyl).

21. A compound selected from the group consisting of:



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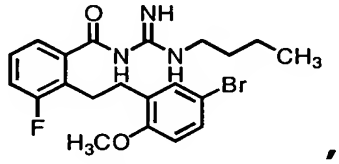

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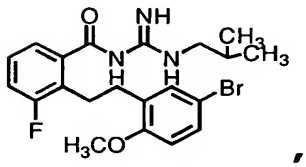

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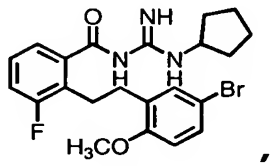

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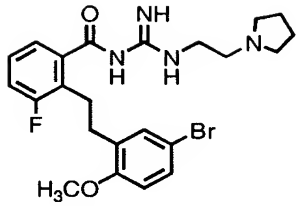

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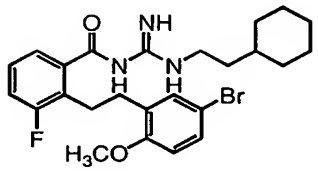

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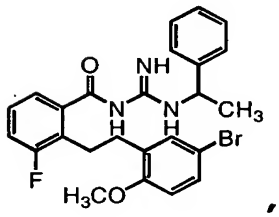

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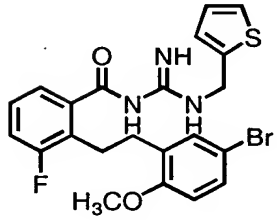

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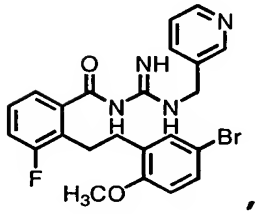

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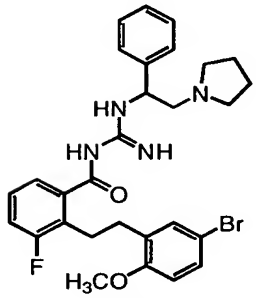

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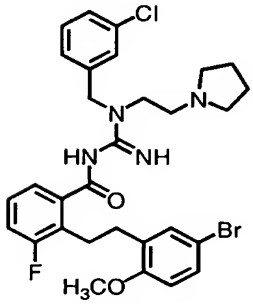

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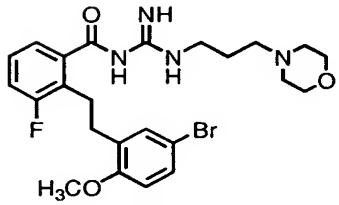

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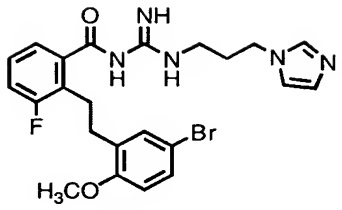

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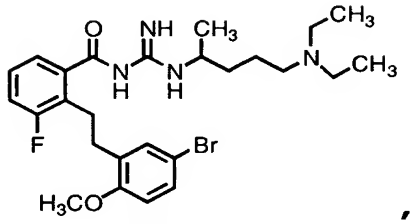

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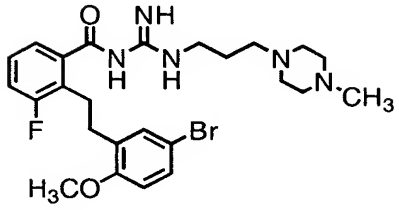

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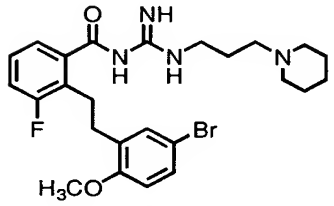

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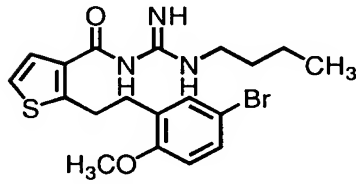

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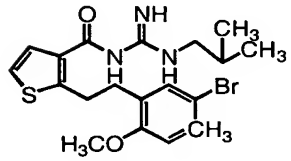

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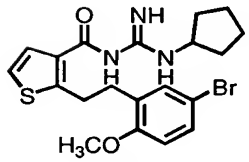

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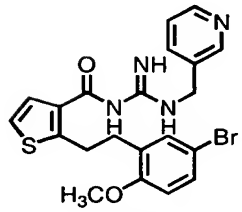

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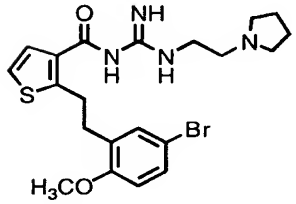

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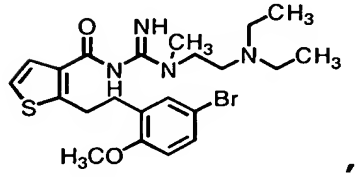

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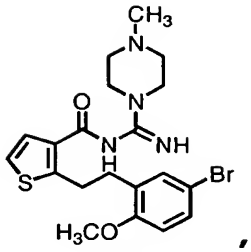

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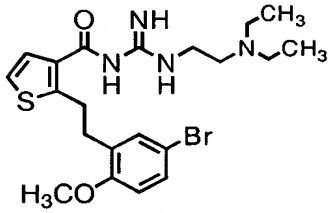

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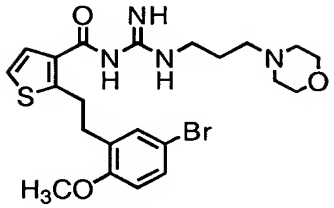

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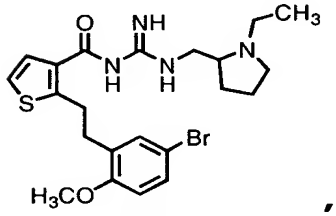

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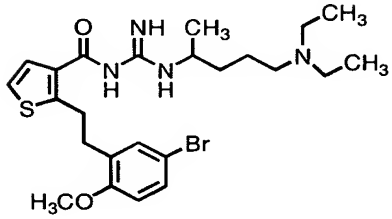

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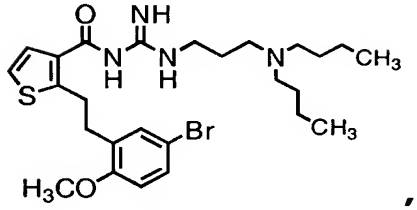

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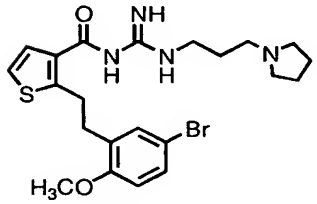

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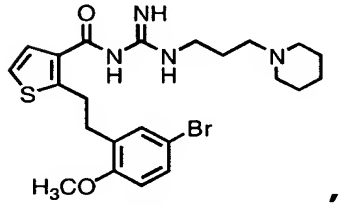

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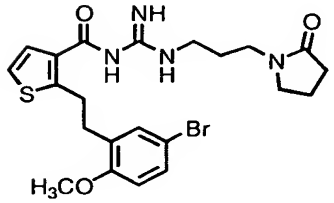

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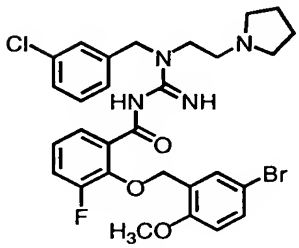

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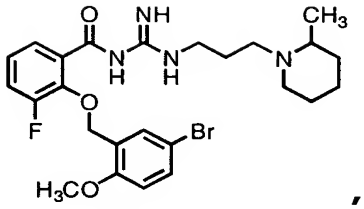

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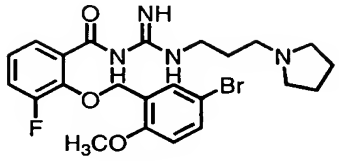

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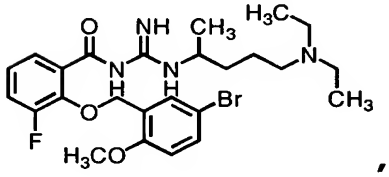

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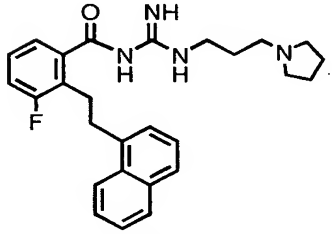

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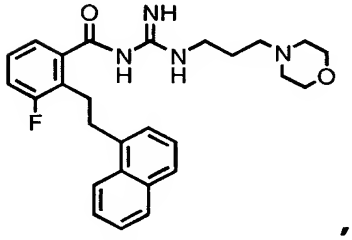

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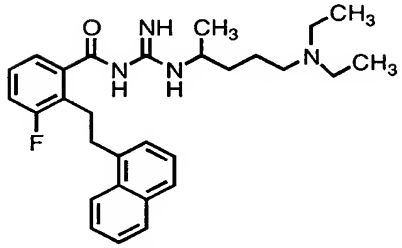

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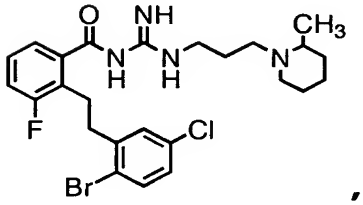

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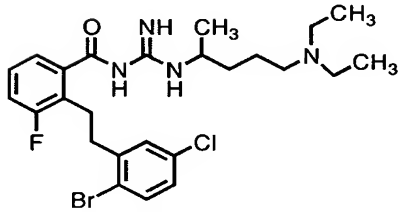

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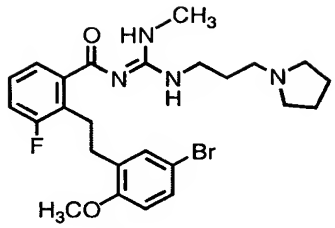

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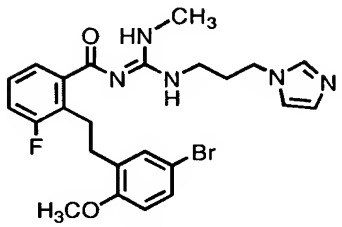

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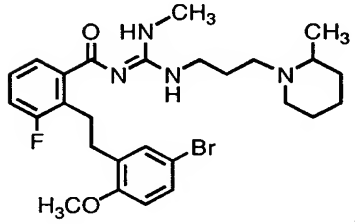

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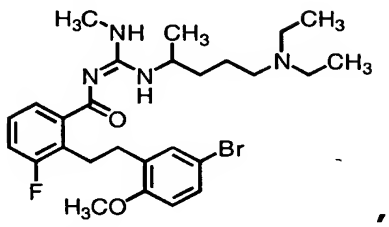

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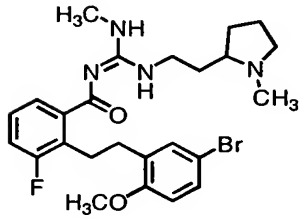

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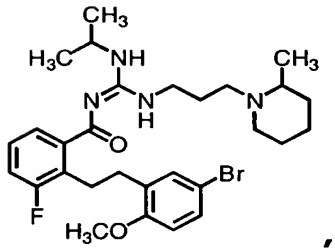

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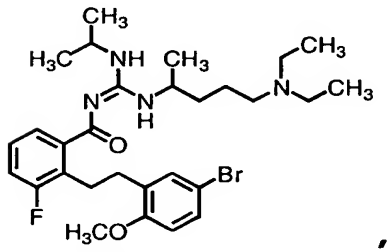

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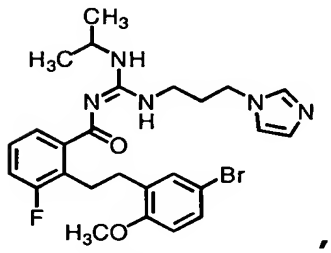

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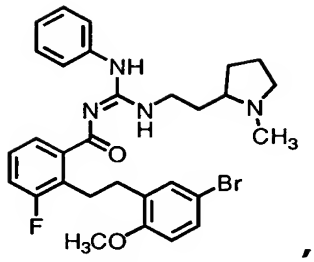

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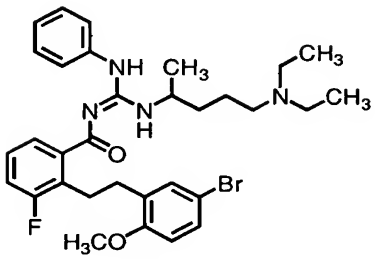

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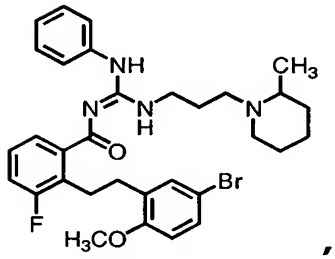

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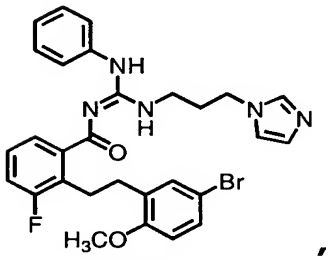

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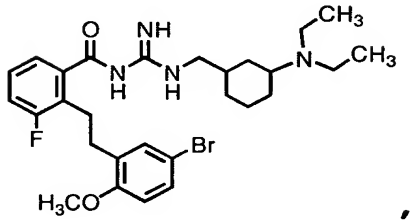

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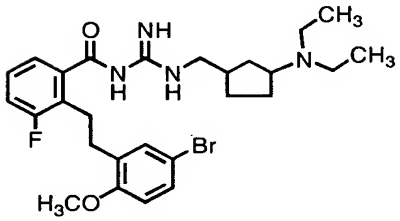

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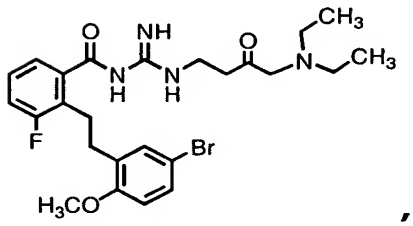

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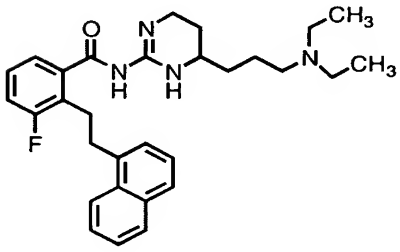

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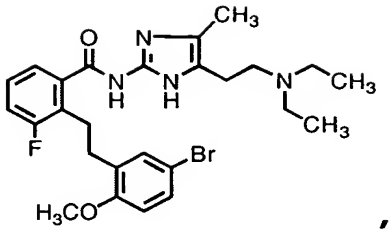

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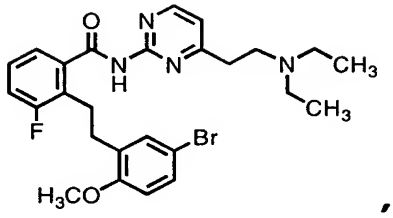

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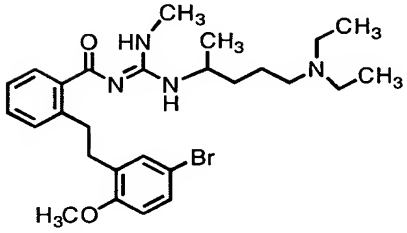

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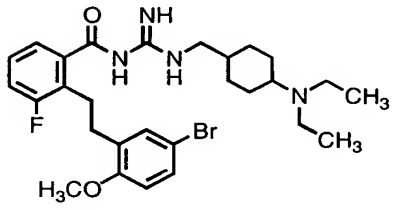

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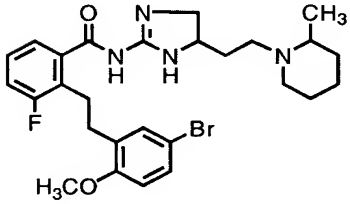

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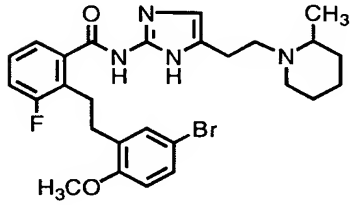

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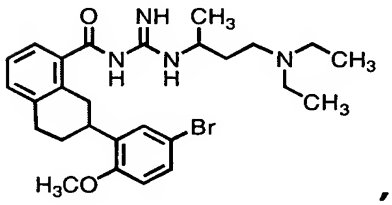

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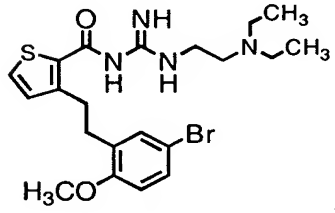

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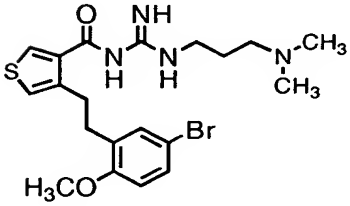

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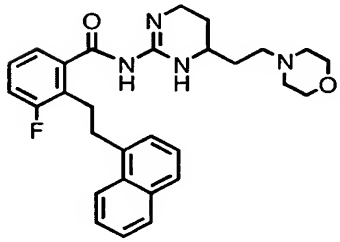

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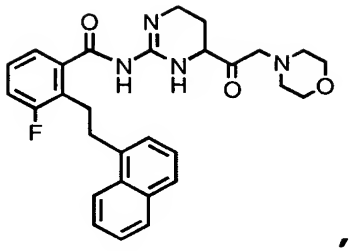

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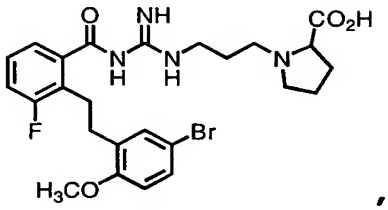

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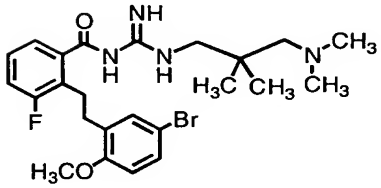

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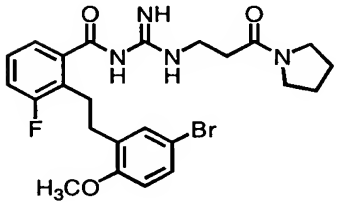

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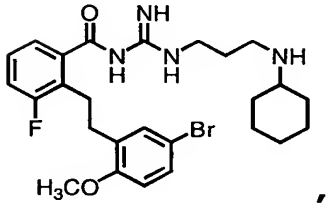

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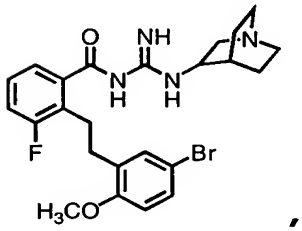

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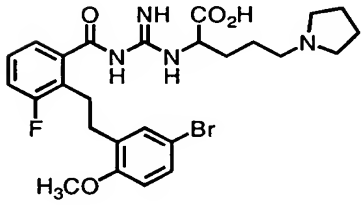

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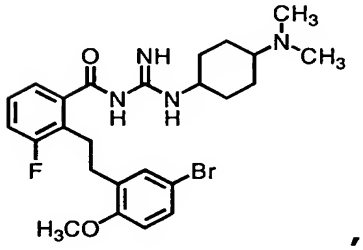

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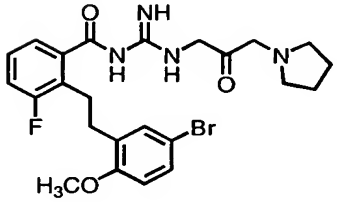

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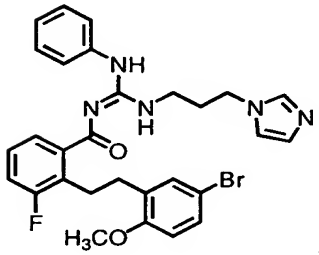

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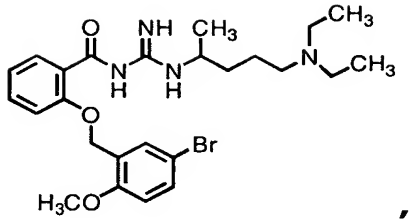

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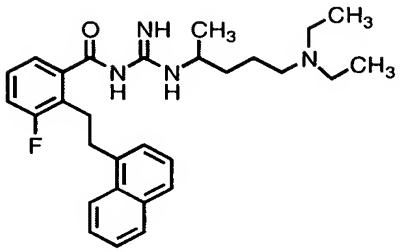

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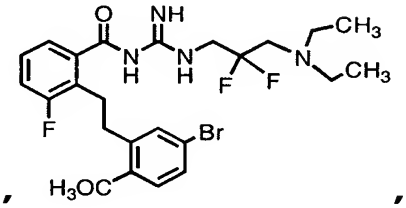

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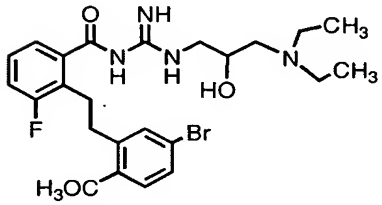

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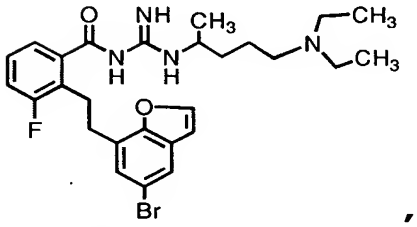

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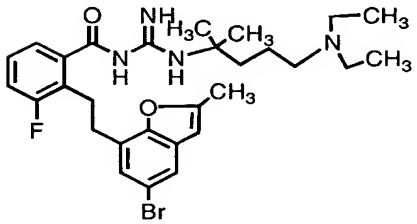

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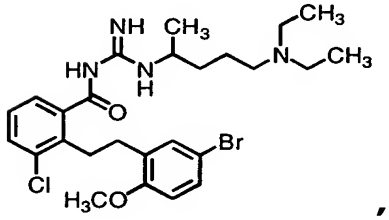

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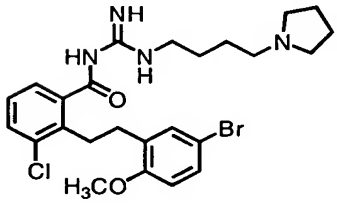

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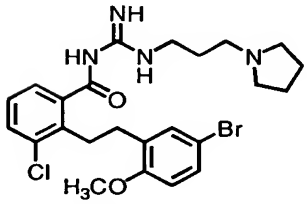

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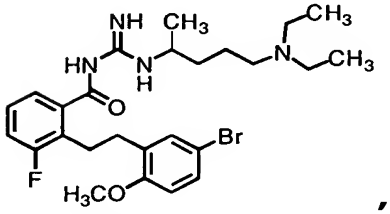

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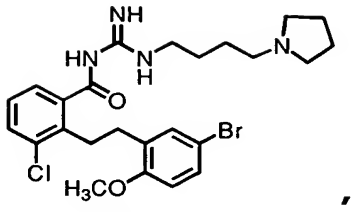

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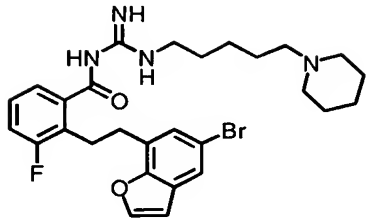

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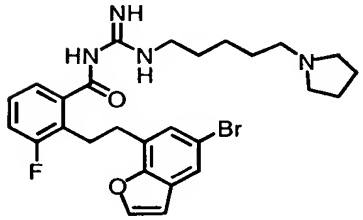

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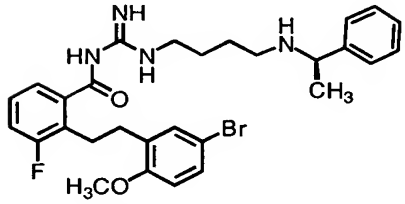

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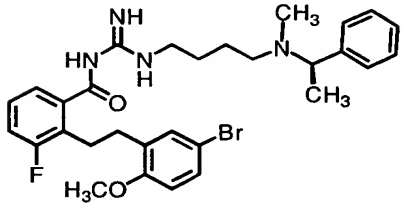

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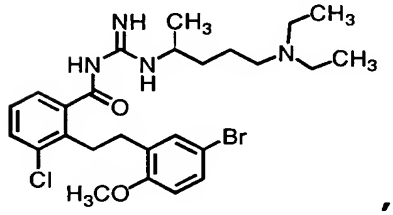

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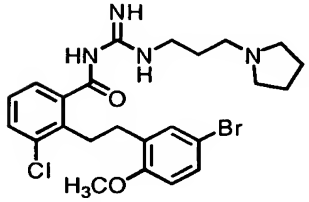

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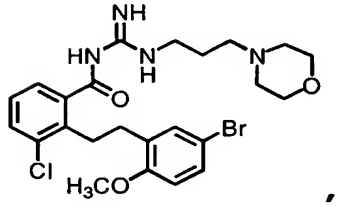

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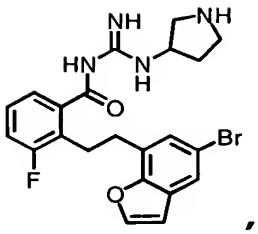

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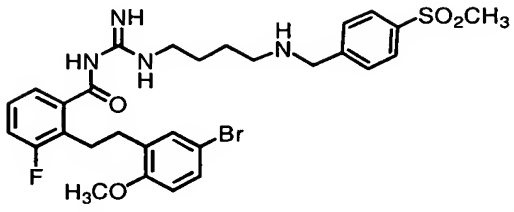

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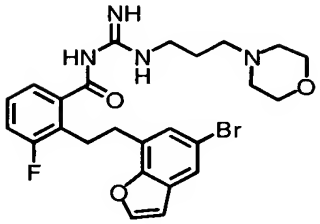

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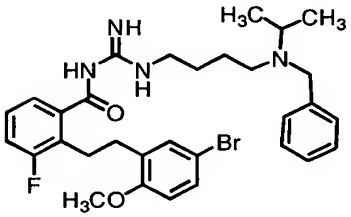

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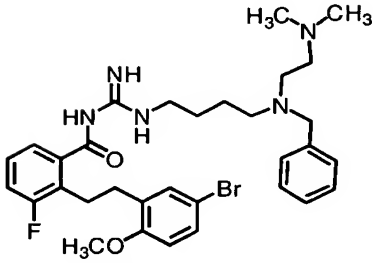

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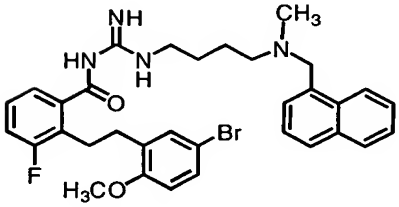

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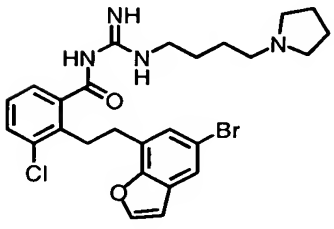

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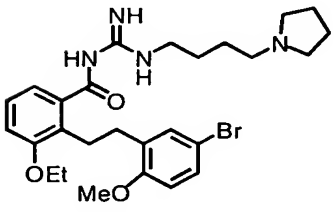

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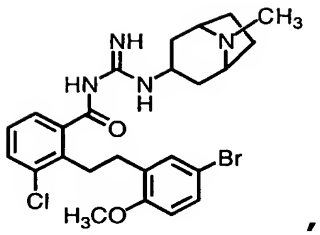

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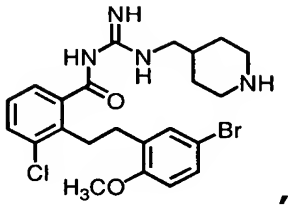

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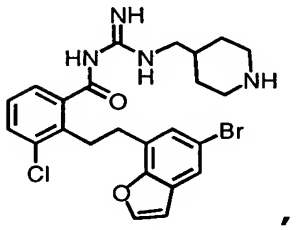

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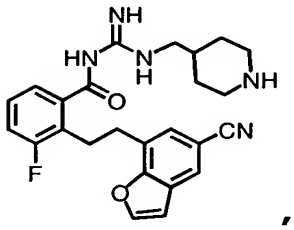

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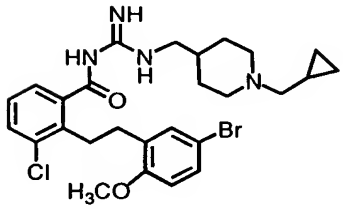

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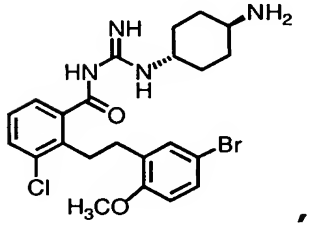

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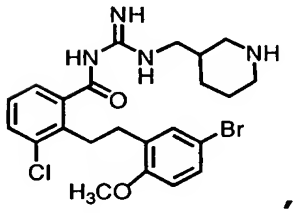

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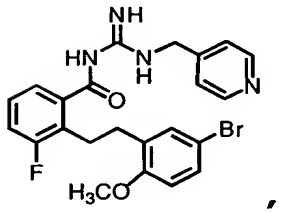

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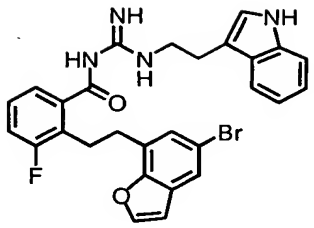

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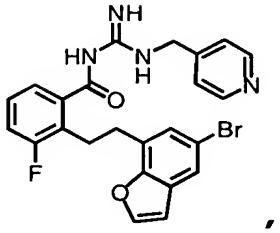

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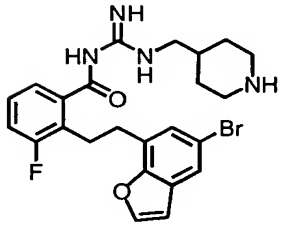

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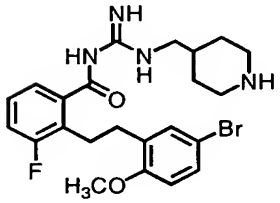

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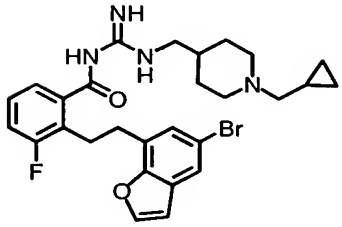

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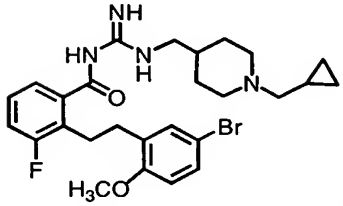

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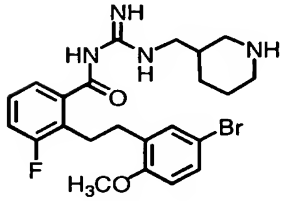

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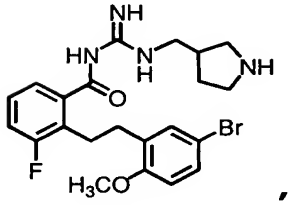

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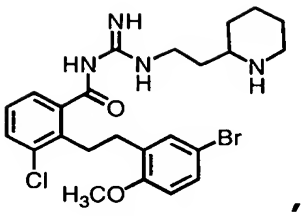

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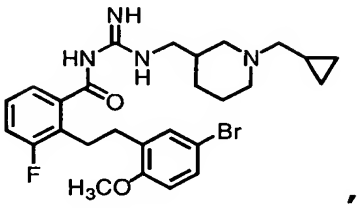

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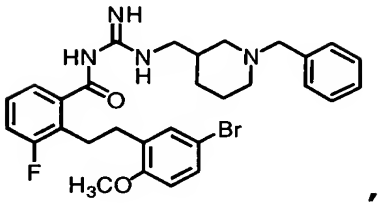

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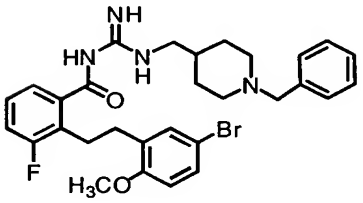

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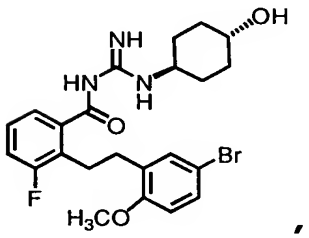

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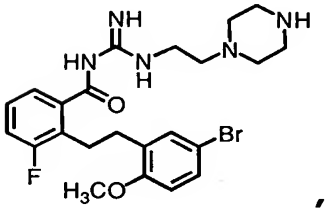

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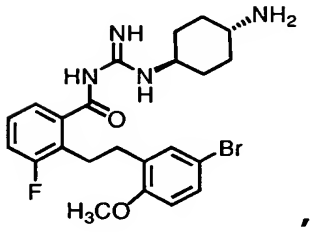

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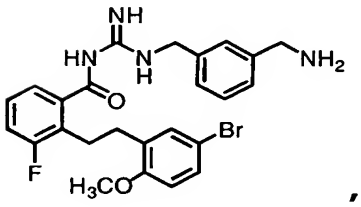

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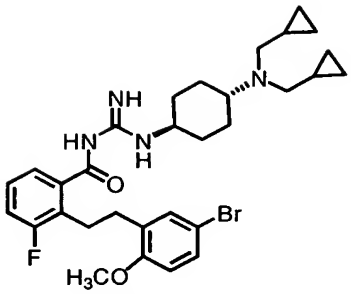

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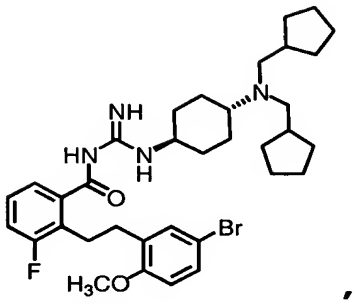

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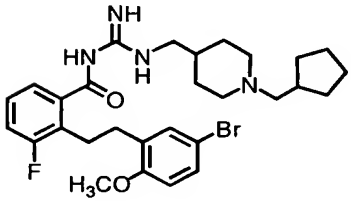

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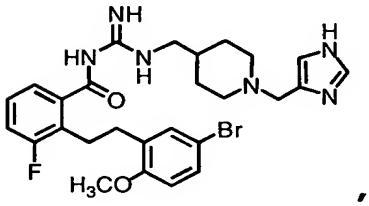

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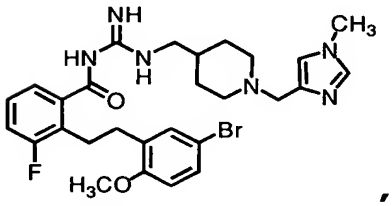

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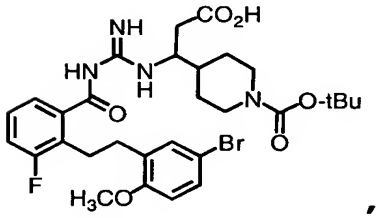

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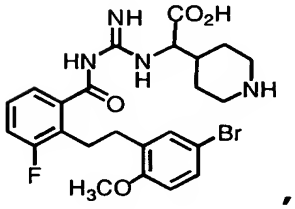

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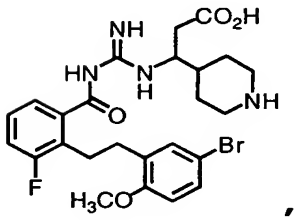

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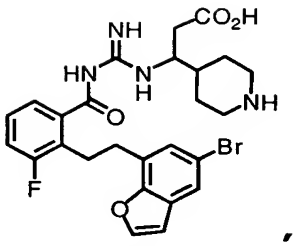

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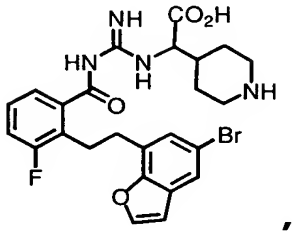

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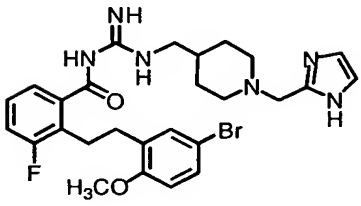

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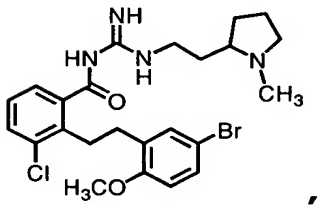

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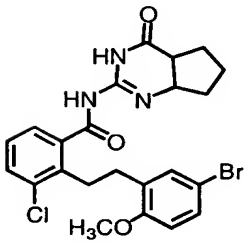

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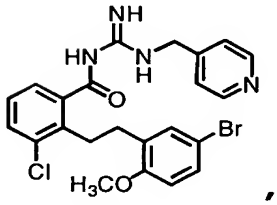

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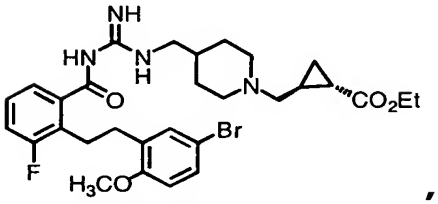

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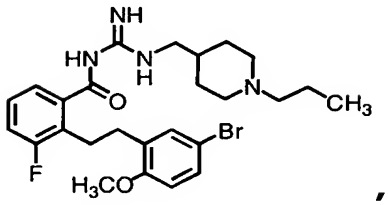

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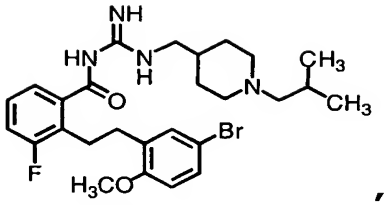

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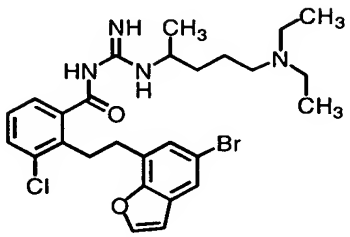

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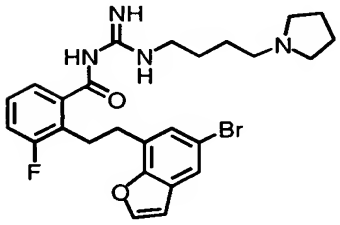

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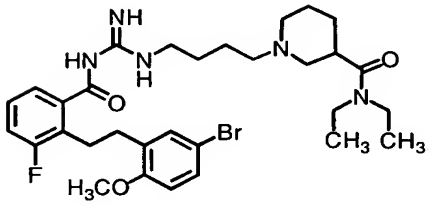

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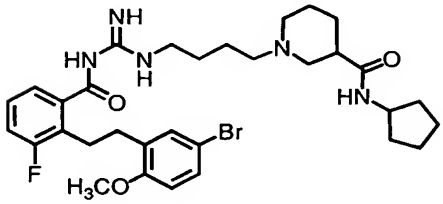

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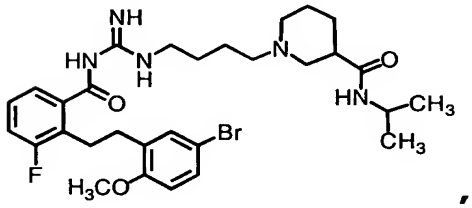

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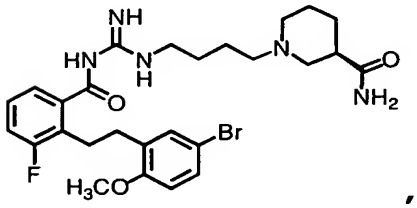

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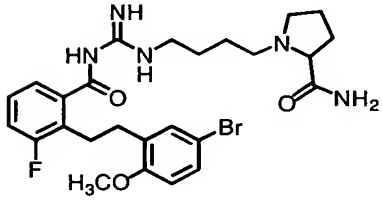

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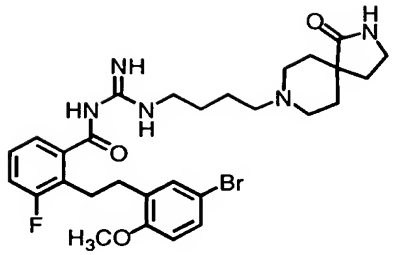

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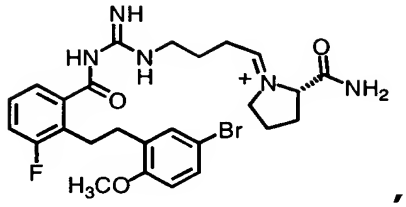

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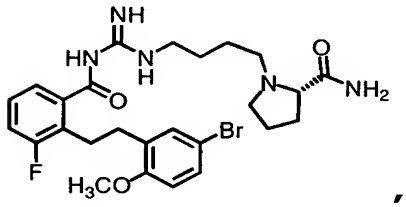

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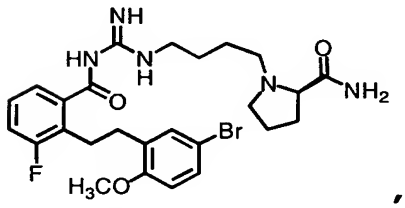

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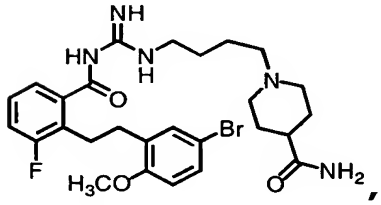

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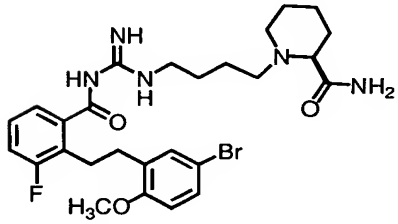

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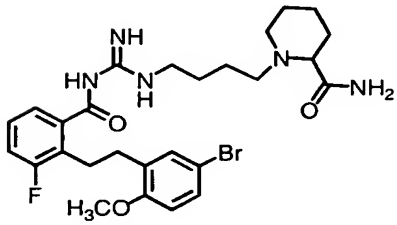

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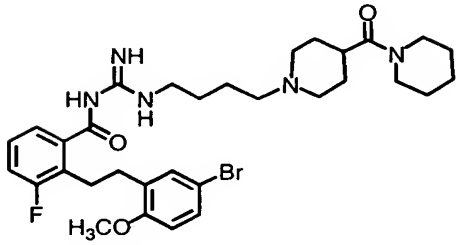

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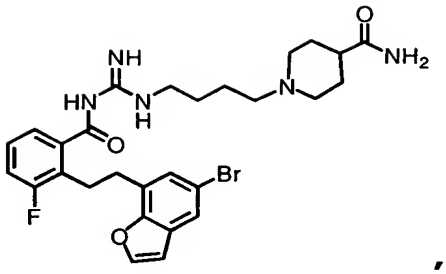

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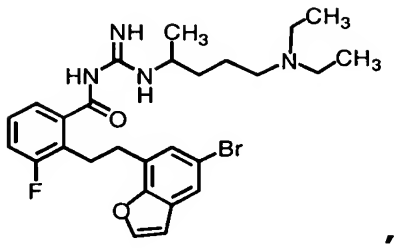

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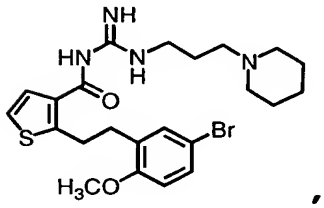

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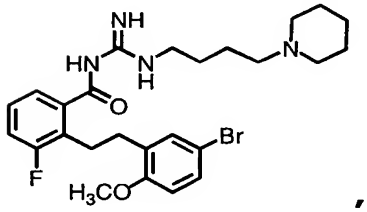

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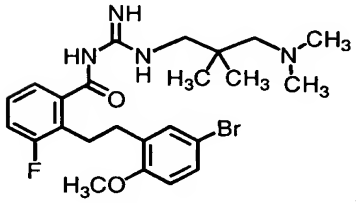

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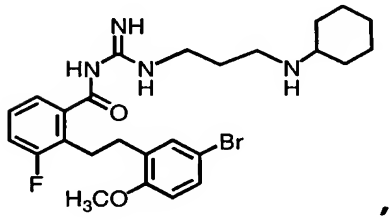

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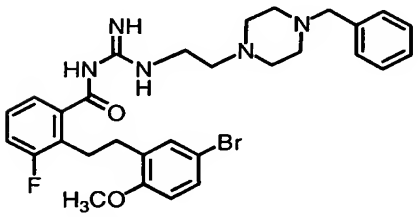

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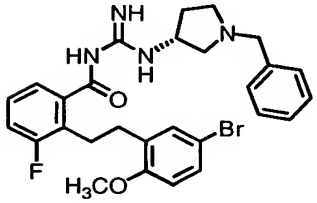

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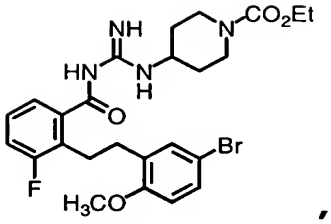

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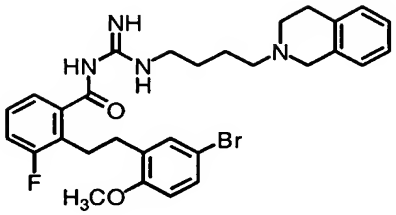

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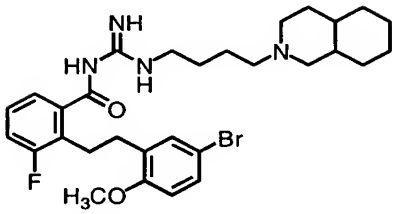

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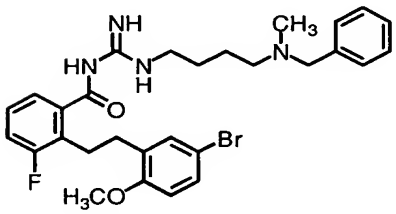

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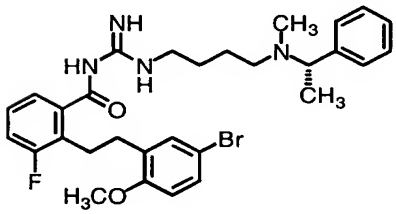

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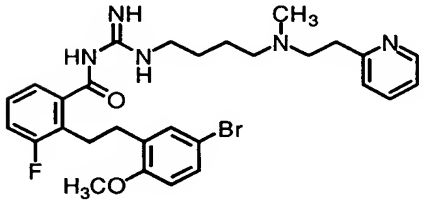

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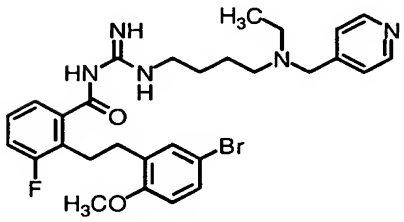

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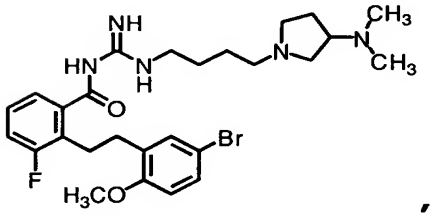

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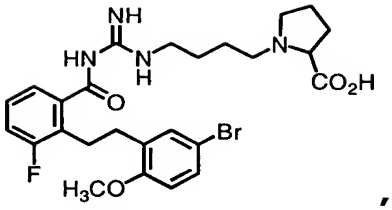

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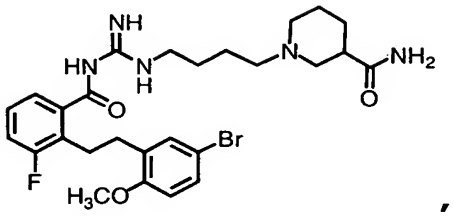

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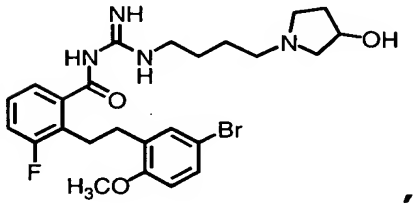

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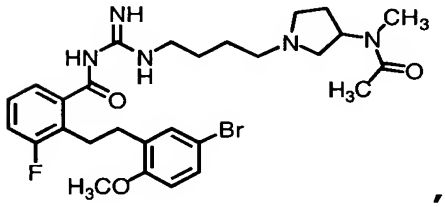

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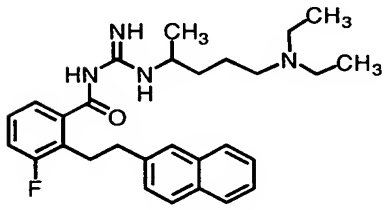

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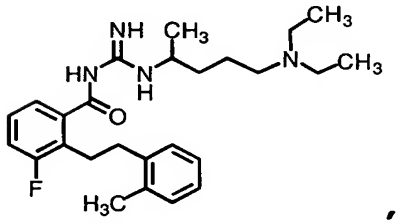

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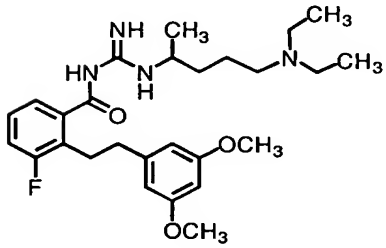

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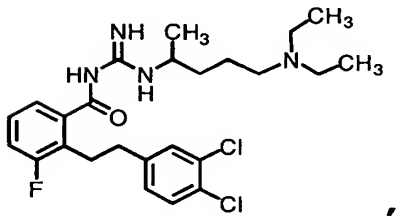

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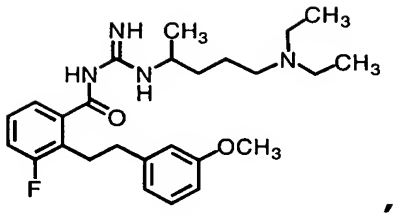

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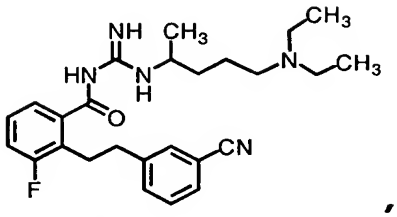

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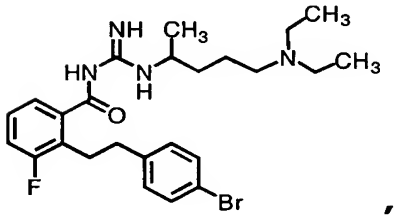

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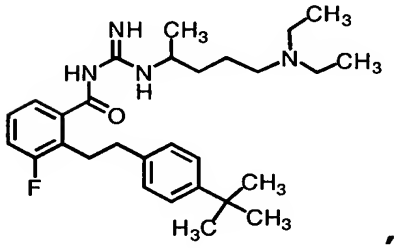

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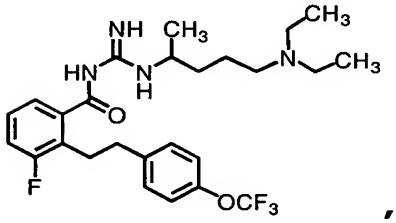

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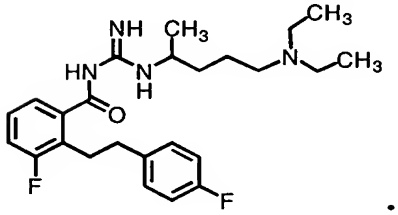

188 .

22. A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

23. A method of treating an MC4-R associated disorder in a patient in need thereof comprising administering to said patient a compound of formula (I) in claim 1.

24. A method of treating an MC4-R associated disorder in a patient in need thereof comprising administering to said

patient a pharmaceutical composition comprising a compound of formula (I) in claim 1.

25. A method of treating a weight loss disorder in a subject identified as in need of such treatment comprising administering a compound of formula (I) in claim 1.

26. The method of claim 25, wherein the weight loss disorder is a cachexia, aging involuntary weight loss, catabolic wasting, or anorexia.

27. The method of claim 26, wherein cachexia is cancer cachexia, cardiac cachexia, chronic illness cachexia, or AIDS cachexia.

28. A method of treating a bone associated disorder in a subject identified as in need of such treatment comprising administering a compound of formula (I) in claim 1.

29. The method of claim 28, wherein the bone associated disorder is osteoporosis, bone fractures, bone formation associated with surgical procedures, osteogenesis imperfecta, hypophosphatasia, Paget's disease, fibrous dysplasia, osteopetrosis, myeloma bone disease, or the depletion of calcium in bone.

30. A method of treating a pain disorder in a subject identified as in need of such treatment comprising administering a compound of formula (I) in claim 1.

31. The method of claim 30, wherein the neuronal disorder is neuropathic pain or allodynia.

32. A method of inhibiting MC4-R activity in a patient in need thereof comprising administering to said patient a pharmaceutical composition comprising a compound of formula (I) in claim 1.